

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

1433059

OMB APPROVAL	
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PROCESSED
APR 23 2008
THOMSON
FINANCIAL

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Issuance of Common and Series A Redeemable Preferred Stock and Notes

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

SEC Mail Processing
Section

A. BASIC IDENTIFICATION DATA

APR 17 2008

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Pyramid Group, Inc.

Washington, DC
111

Address of Executive Offices (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

c/o Hanover Partners, LLC, 340 Oswego Pointe Dr., Suite 207, Lake Oswego, OR 97034

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

Type of Business Organization

- ☒ corporation ☐ limited partnership, already formed ☐ other (please specify)
- ☐ business trust ☐ limited partnership, to be formed



Actual or Estimated Date of Incorporation or Organization: Month Year ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Tuckerman Capital III, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

80 South Main Street, Hanover, NH 03755

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Hanover Partners, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

340 Oswego Pointe Drive, Suite 207, Lake Oswego, OR 97034

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Mays, David

Business or Residence Address (Number and Street, City, State, Zip Code)

4330 North Brighton Circle, Mesa, AZ 85207

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Palmer, John

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Ford, Andrew N.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Hanover Partners, 340 Oswego Pointe Drive, Suite 207, Lake Oswego, OR 97034

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Peter Milliken

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Tuckerman Capital III, L.P., 80 South Main Street, Hanover, NH 03755

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ☐ No ☒
- Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ _____
3. Does the offering permit joint ownership of a single unit? Yes ☒ No ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 5,130,567.00	\$ 5,130,567.00
Equity	\$	\$
<input checked="" type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ 1,720,383.00	\$ 1,720,383.00
Partnership Interests	\$	\$
Other (Specify)	\$	\$
Total	\$ 6,850,950.00	\$ 6,850,950.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	3	\$ 6,850,950.00
Non-accredited Investors	0	\$ 0.00
Total (for filings under Rule 504 only)	0	\$ 0.00

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	\$ 0.00
Regulation A	\$ 0.00
Rule 504	\$ 0.00
Total	\$ 0.00

- 4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$
Printing and Engraving Costs	<input type="checkbox"/>	\$
Legal Fees	<input checked="" type="checkbox"/>	\$ 15,000.00
Accounting Fees	<input type="checkbox"/>	\$
Engineering Fees	<input type="checkbox"/>	\$
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$
Other Expenses (identify) <u>State filing fees (AZ-\$250, NJ-\$500, OR-225)</u>	<input type="checkbox"/>	\$ 975.00
Total	<input type="checkbox"/>	\$ 15,975.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4 a This difference is the "adjusted gross proceeds to the issuer"

\$ 6,834,975.00

- 5 Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4 b above

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ 6,834,975.00
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 6,834,975.00
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ 6,834,975.00	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U S Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502

Issuer (Print or Type) Pyramid Group, Inc	Signature <i>Andrew N. Ford</i>	Date April 10, 2008
Name of Signer (Print or Type) Andrew N. Ford	Title of Signer (Print or Type) Treasurer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

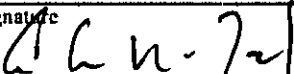
- 1 Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes ☐ No ☒

See Appendix, Column 5, for state response

- 2 The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law
- 3 The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerors
- 4 The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person

Issuer (Print or Type) Pyramid Group, Inc	Signature 	Date April 12, 2008
Name (Print or Type) Andrew N Ford	Title (Print or Type) Treasurer	

Instruction

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ		X	Common, Series A Redeemable & Unsecured Notes	1	\$1,235,126.				X
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH		X	Common, Series A Redeemable & Unsecured Notes	1	\$5,615,573.				X
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR		X	Common, Series A Redeemable & Unsecured	1	\$250.00				X
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY	<input type="text"/>	<input type="text"/>						<input type="text"/>	<input type="text"/>
PR	<input type="text"/>	<input type="text"/>						<input type="text"/>	<input type="text"/>

FORM U-2 - UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned Pyramid Group, Inc , a corporation organized and existing under the laws of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of the States and had been served lawfully with process in that State

It is requested that a copy of any notice, process, or pleading served hereunder be mailed to:

Andrew Shaw
c/o McDermott Will & Emery LLP, 28 State Street, Boston, MA 02109

Place an "X" before the names of all States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service process:

	ALABAMA	Secretary of State
	ALASKA	Administrator (Commissioner of Commerce and Economic Development)
X	ARIZONA	Corporation Commission
	ARKANSAS	State Securities Commissioner
	CALIFORNIA	Commissioner of Corporations
	COLORADO	Securities Commissioner
	CONNECTICUT	Banking Commissioner of Department of Banking
	DELAWARE	Securities Commissioner
	DISTRICT OF COLUMBIA	Public Service Commission
	FLORIDA	Department of Banking and Finance
	GEORGIA	Commissioner of Securities (Secretary of State)
	GUAM	Administrator of Securities
	HAWAII	Commissioner of Securities
	IDAHO	Director of Department of Finance
	ILLINOIS	Secretary of State
	INDIANA	Secretary of State
	IOWA	Administrator (Commissioner of Insurance)
	KANSAS	Secretary of State
	KENTUCKY	Commissioner of Department of Financial Institutions
	LOUISIANA	Commissioner of Securities
	MAINE	Securities Administrator
	MARYLAND	Securities Commissioner
	MASSACHUSETTS	Secretary of Commonwealth
	MICHIGAN	Administrator (Corporation and Securities Bureau of the Department of Commerce)
	MINNESOTA	Commissioner of Commerce
	MISSISSIPPI	Secretary of State
	MISSOURI	Commissioner of Securities

	MONTANA	State Auditor
	NEBRASKA	Director of Department of Banking & Finance
	NEVADA	Administrator (Administrator of the Securities Division of the Office of the Secretary of State)
X	NEW HAMPSHIRE	Secretary of State
	NEW JERSEY	Chief of Bureau of Securities
	NEW MEXICO	Director of Securities Division of the Regulation and Licensing Department
	NEW YORK	Secretary of State
	NORTH CAROLINA	Secretary of State (Administrator)
	NORTH DAKOTA	Securities Commissioner
	OHIO	Secretary of State
X	OREGON	Director of Department of Consumer and Business Services
	OKLAHOMA	Securities Administrator
	*** PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process
	PUERTO RICO	Commissioner of Financial Institutions (Administrator)
	RHODE ISLAND	Director of the Department of Business Regulation
	SOUTH CAROLINA	Office of the Attorney General
	SOUTH DAKOTA	Director of the Division of Securities
	TENNESSEE	Commissioner of Commerce and Insurance
	TEXAS	Securities Commissioner
	UTAH	Director, Division of Securities
	VERMONT	Commissioner of Banking, Insurance and Securities
	VIRGINIA	Clerk of State Corporation Commission
	WASHINGTON	Director of Department of Financial Institutions
	WEST VIRGINIA	Commissioner of Securities (Auditor of State)
	WISCONSIN	Division of Securities
	WYOMING	Secretary of State

Dated this 12 day of April, 2008

[SEAL]

PYRAMID GROUP, INC.

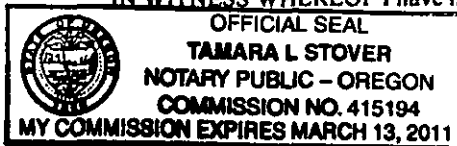
By: A. N. Ford
Name: Andrew N. Ford
Title: Treasurer

ACKNOWLEDGMENT

_____) ss.

On this 10th day of April, 2008 before me TAMARA Stover, the undersigned officer, personally appeared Andrew N. Ford known personally to me to be the Treasurer of the above named corporation and acknowledged that he, as an officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal



(NOTARY SEAL)

Tamara Stover
Notary Public/Commissioner of Oaths

My Commission Expires March 13, 2011

END